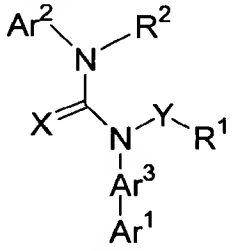
*Version of Claims with Markings (Amendments **highlighted in bold**, language to be added underlined, language to be deleted ~~stricken through~~.)*

1. (Amended) A compound of the formula:



or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 is ~~an~~ aryl ~~or heteroaryl group,~~ ;

Ar^2 is ~~an~~ aryl~~, heteroaryl or aralkyl group or Ar^1 and Ar^2 together form a fluorene, substituted fluorene or fluorenone group with the proviso that Ar^3 must be arylene~~;

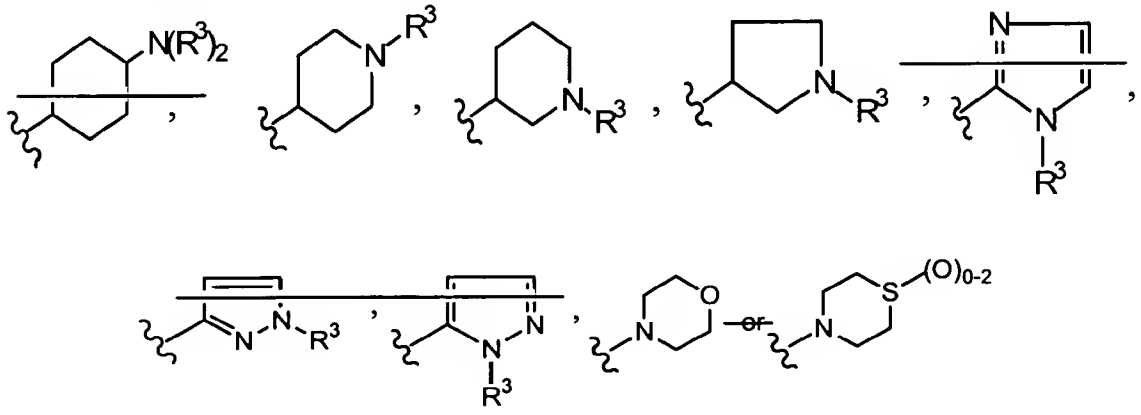
Ar^3 is ~~an~~ arylene ~~or heteroarylene group~~;

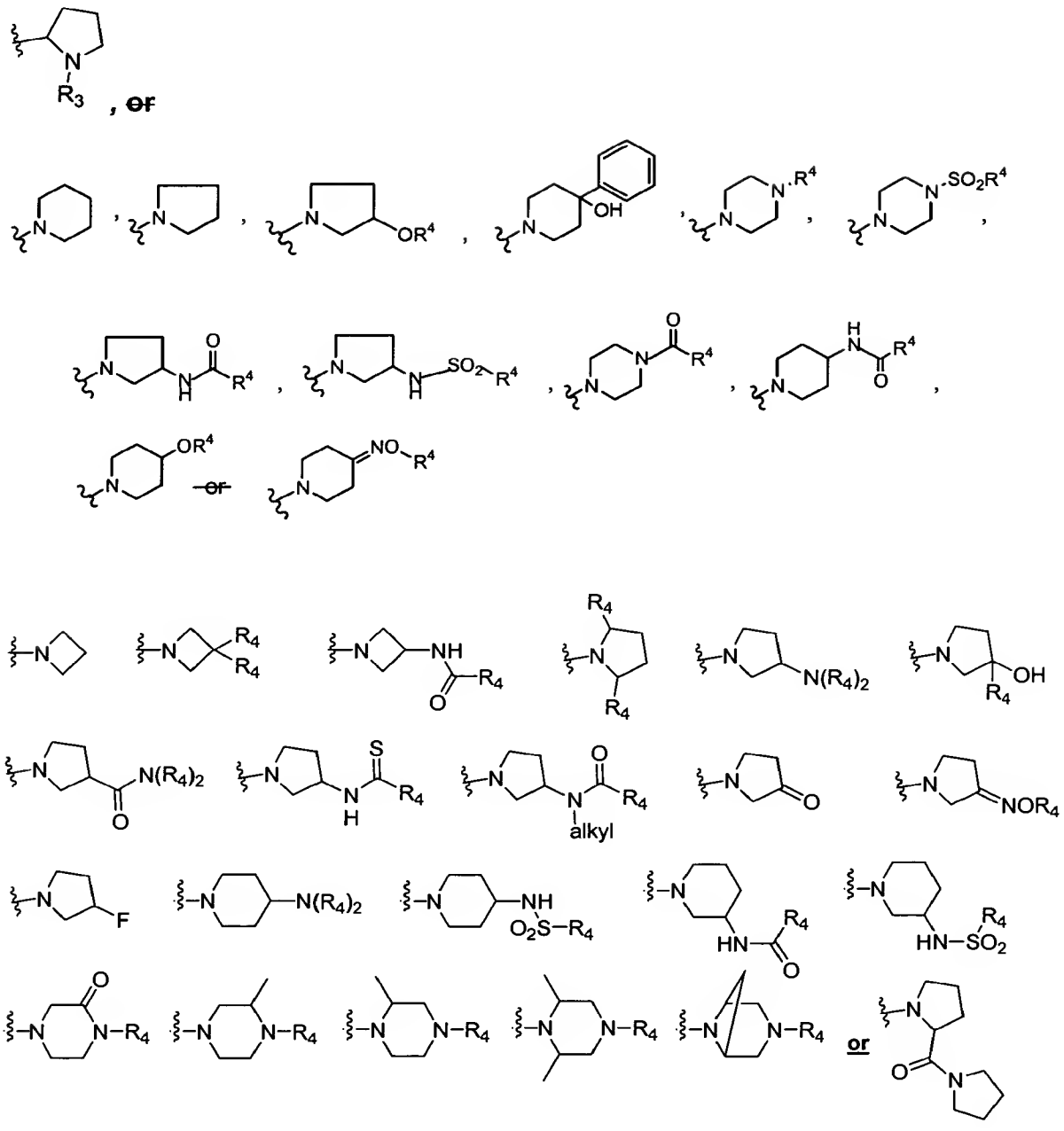
said Ar^1~~, Ar^2 and Ar^3 groups possessing~~ possesses 0 to 3 substituents independently selected from the group consisting of -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkyl, halo, -CN, -(C_1-C_6)alkoxy, -CF_3, -OCF_3, -$CONH_2$, -CONH(C_1-C_6)alkyl, -CON(C_1-C_6)alkyl (C_1-C_6)alkyl, -NH_2, -NH C(O)(C_1-C_6)alkyl, -$NHSO_2$(C_1-C_6)alkyl, -S(C_1-C_6)alkyl, -SO(C_1-C_6)alkyl, -SO_2(C_1-C_6)alkyl, methylenedioxy and NO_2;

X is O~~, S or N-CN~~;

Y is a single bond or a -(C_1-C_4)alkylene- group;

R^1 is~~[thiazole, aryl or heteroaryl; or]~~





~~, or~~

~~or~~

~~, or~~

~~R^1 is $-N(R^5)_2$, $-NHC(O)(C_2-C_3)$alkylene $N(R^5)_2$; $-C(O)NH(C_2-C_3)$alkylene $N(R^5)_2$; $-C(O)N(Me)(C_2-C_3)$alkylene$N(R^5)_2$, $-C(OH)(C_1-C_2)$alkylene$N(R^5)_2$, $-N(Me)(C_2-C_3)$alkylene$N(R^5)_2$, $-NH(C_2-C_3)$alkylene$C(O)R^5$, $-N(Me)(C_2-C_3)$alkylene$N(Me)SO_2(R^5)$ or $-N(Me)(C_2-C_3)$alkylene$C(O)N(R^5)_2$;~~

R^2 is H or $-(C_1-C_6)$alkyl~~,~~;

R^3 is independently H, or nonsubstituted or halosubstituted -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkyl, -(C_3-C_7)cycloalkyl(C_1-C_6)alkyl, -(C_1-C_6)alkoxy, -(C_1-C_6)alkoxy (C_1-C_6)alkylene, aryl, -aralkyl or -heteroaralkyl; ~~or~~

R^4 is H, nonsubstituted or halosubstituted -(C_1-C_6)alkyl, -NH(C_1-C_6)alkyl, -NHaryl, aryl; or alkoxy or hydroxy substituted alkyl, and

R^5 is independently H, or nonsubstituted or halosubstituted -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkyl, -(C_3-C_7)cycloalkyl(C_1-C_6)alkyl, aryl, -aralkyl, -heteroaralkyl, -(C_1-C_6)alkoxy or (C_1-C_6)alkylene(C_1-C_6)alkoxy.

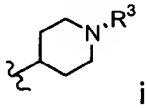
3. (Amended) A compound as defined in Claim 1;

or a pharmaceutically acceptable addition salt and or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1, 4-arylene,

R^1 is  in which R^3 is -(C_1-C_6)alkyl, -(C_3-C_7)cycloalkylmethyl, (C_1-C_6)alkoxy- or (C_1-C_6)alkoxy(C_1-C_6)alkylene-,

R^2 is H,

X is O; and

Y is a single bond or -(C_1-C_3)alkylene.

~~**4. (Canceled) A compound as defined in Claim 1**~~

~~**Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;**~~

~~wherein~~

~~Ar^1 and Ar^2 are independently phenyl or pyridyl,~~

~~Ar^3 is 1,4-arylene,~~

~~R^1 is $-N(R^5)_2$ or $-C(O)NH(C_2-C_3)$alkylene $N(R^5)_2$ in which each R^5 is independently H, $-(C_1-C_6)$alkyl, $-ar(C_1-C_6)$alkyl, heteroaryl, heteroarylalkyl, halo-substituted $-(C_1-C_6)$alkyl, $-(C_3-C_7)$cycloalkyl,~~

~~X is O; and~~

~~Y is $-(C_2-C_3)$alkylene.~~

5. (Amended) A compound as defined in Claim 1

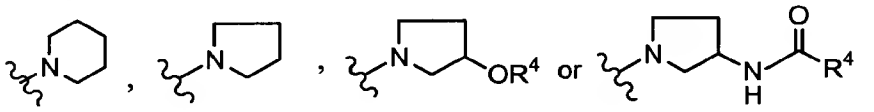
~~O~~ or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1,4-arylene,

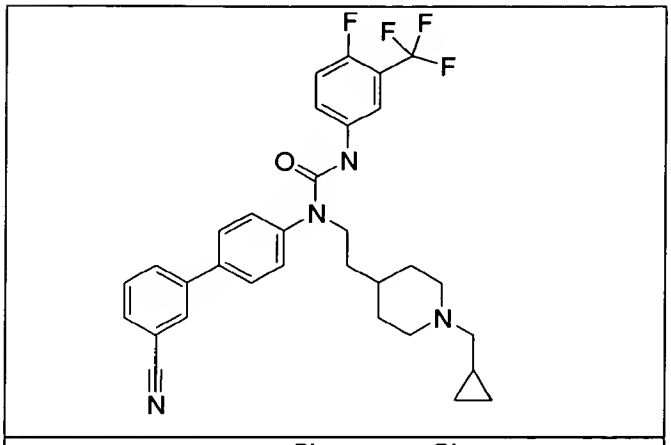
R^1 is selected from

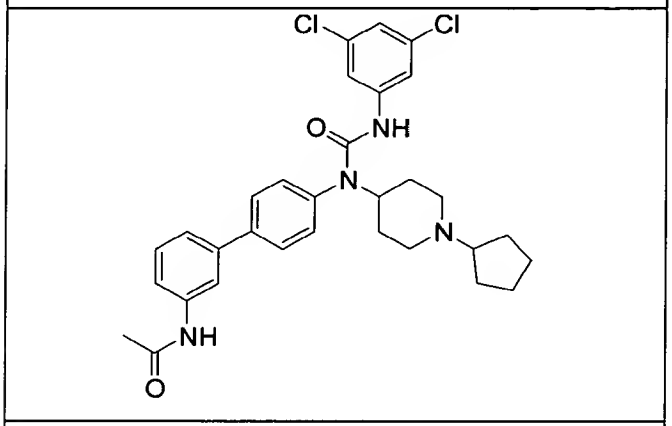


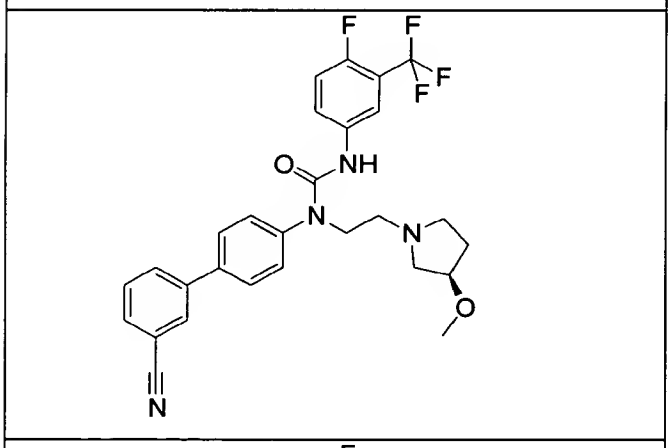
X is O; and

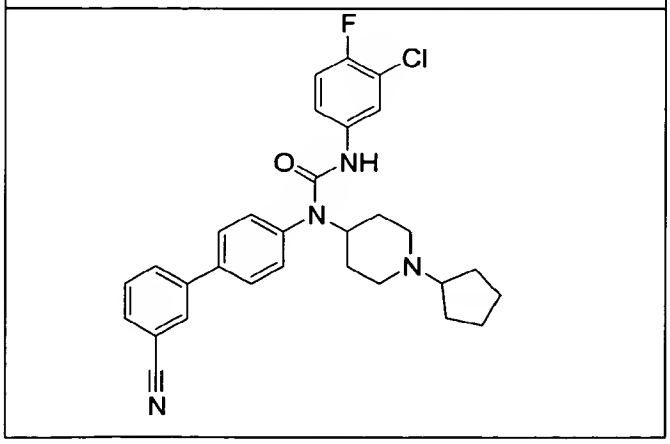
Y is $-(C_2-C_3)$alkylene.

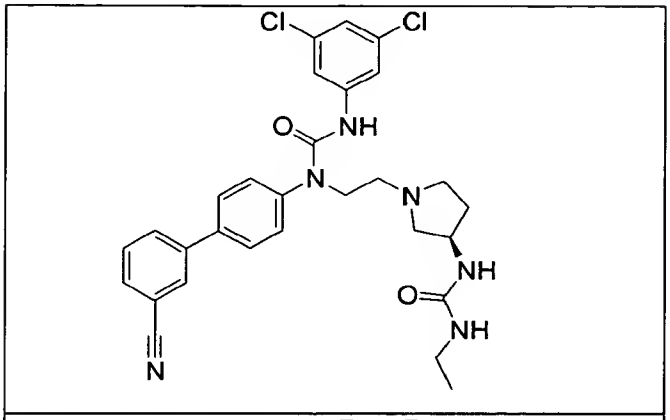
12. (Amended) A compound as defined in Claim 1 selected from the group consisting of

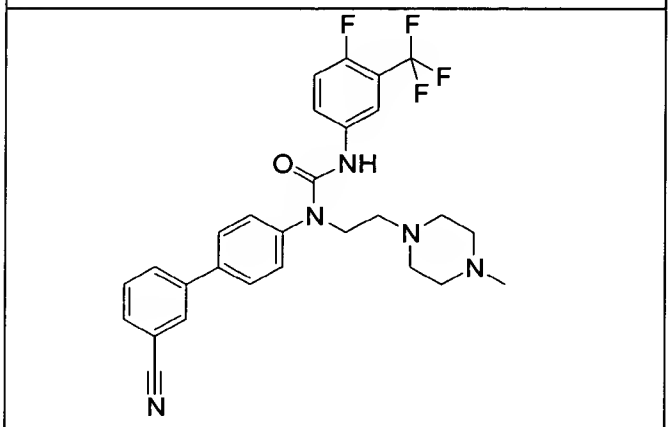


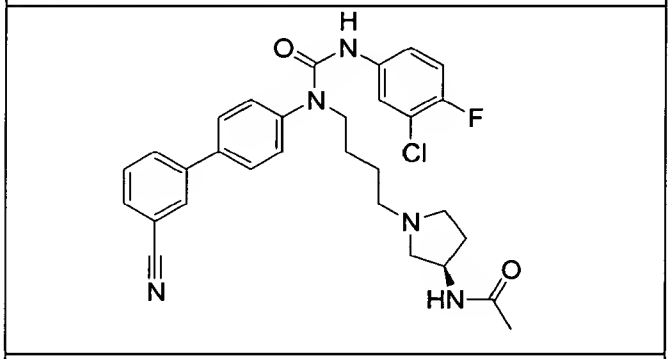


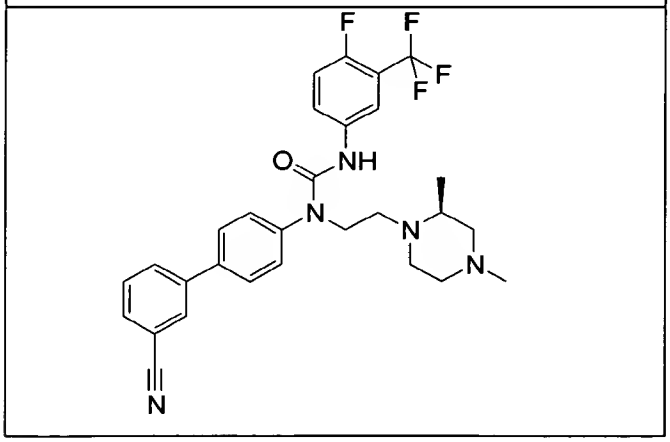


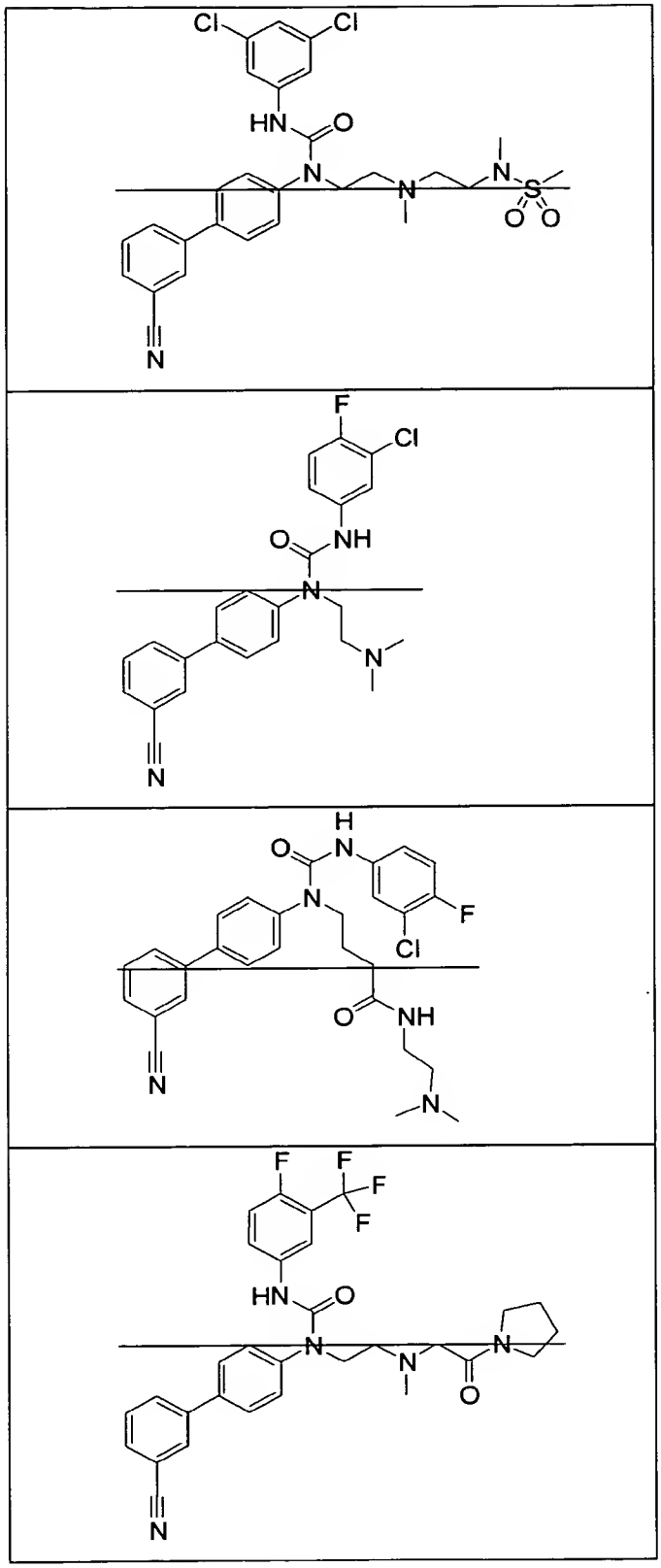


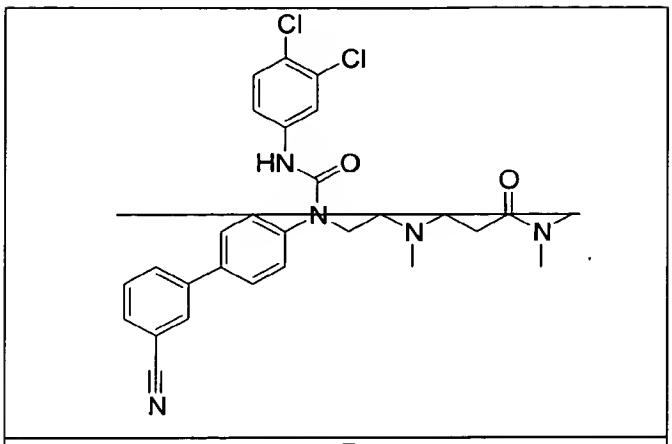


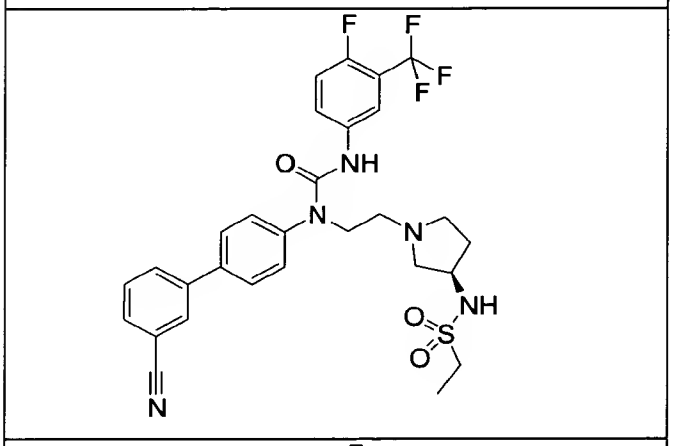


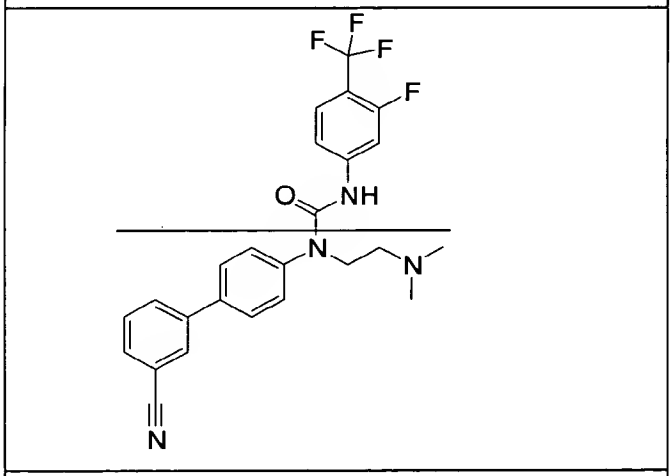


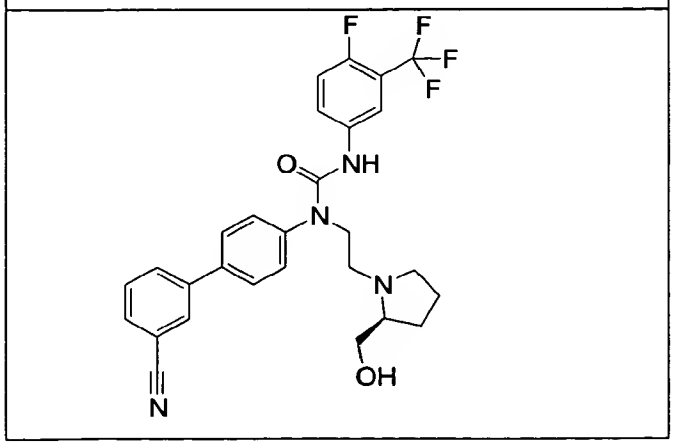


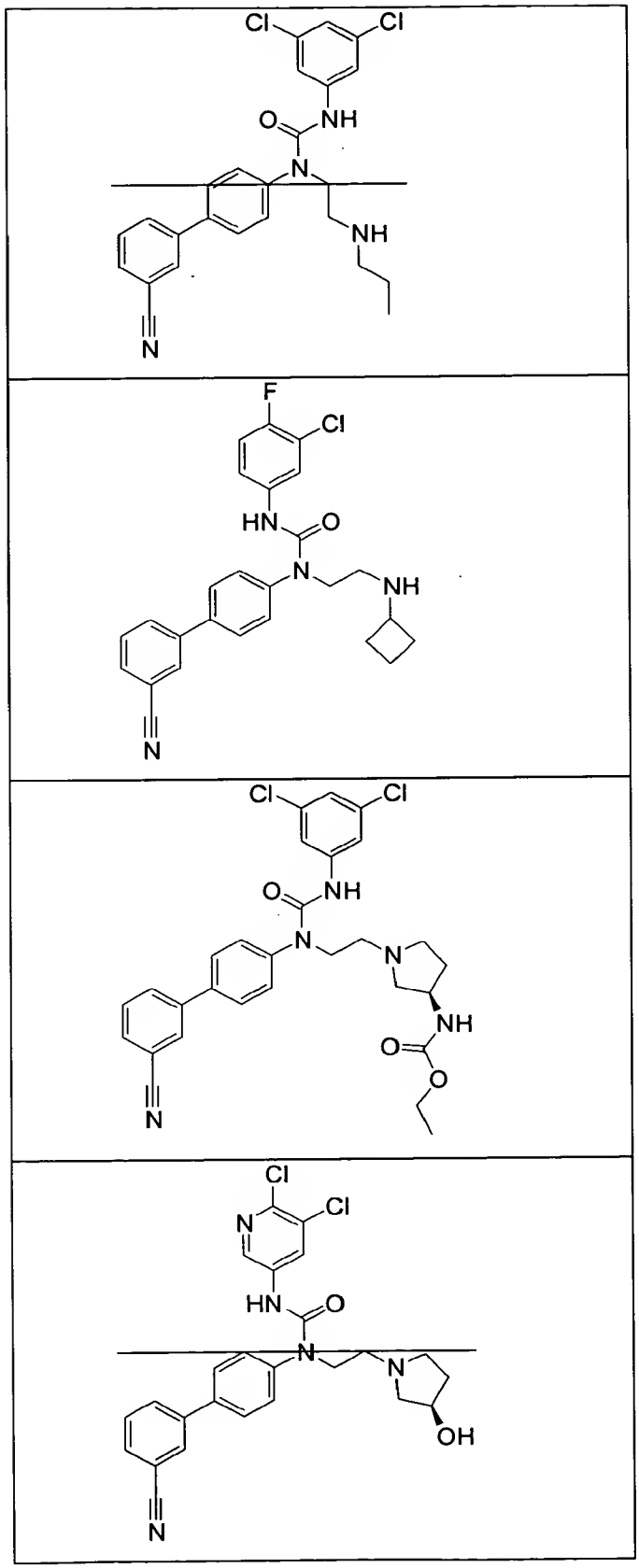








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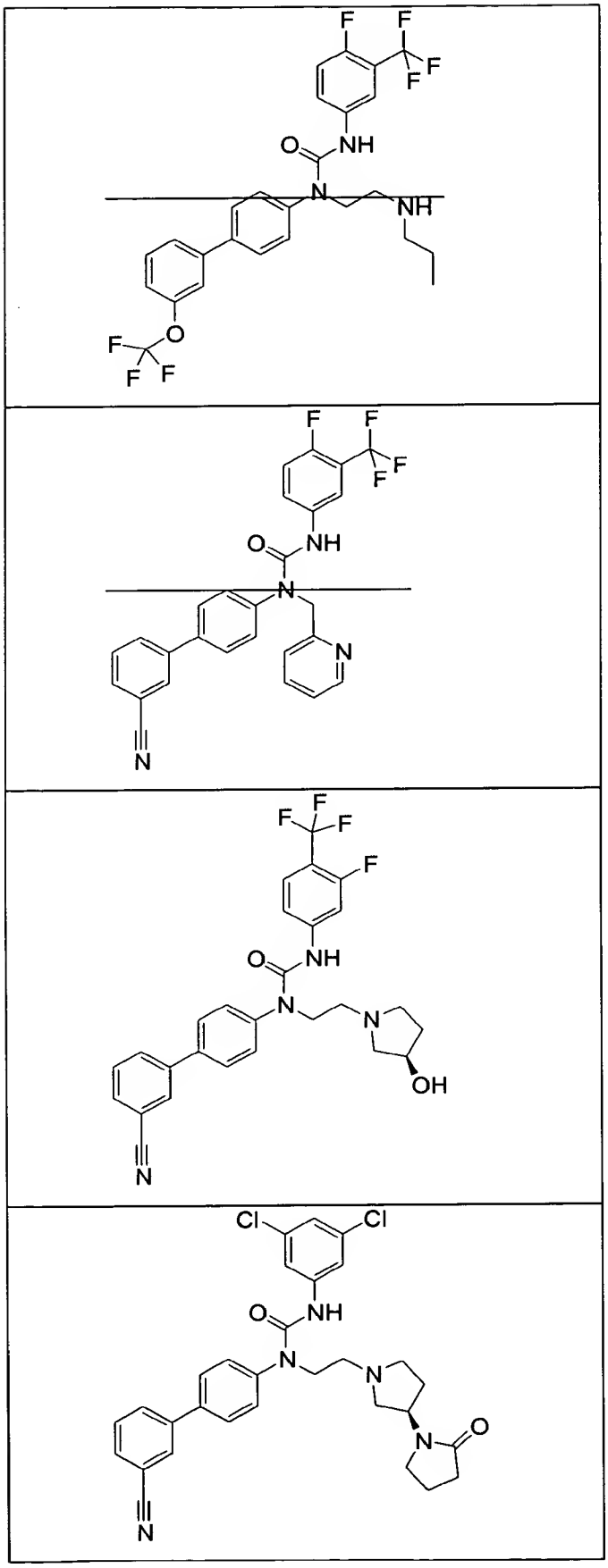

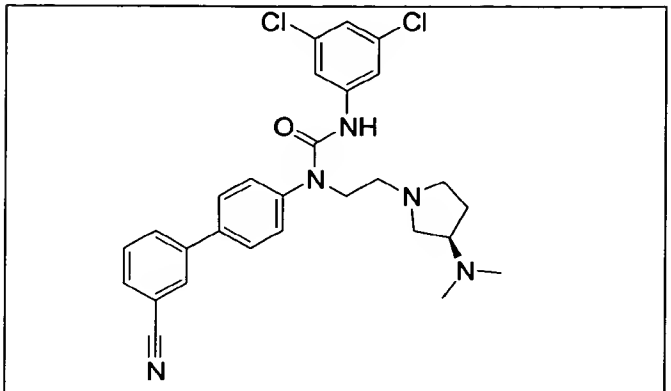
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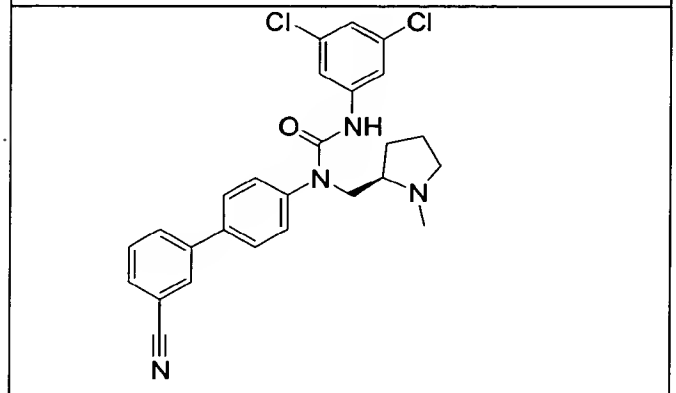
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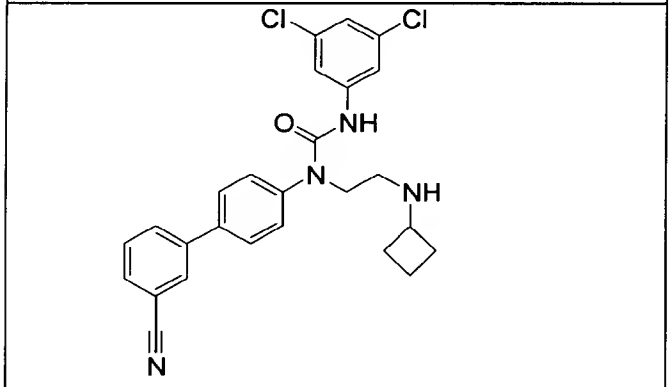
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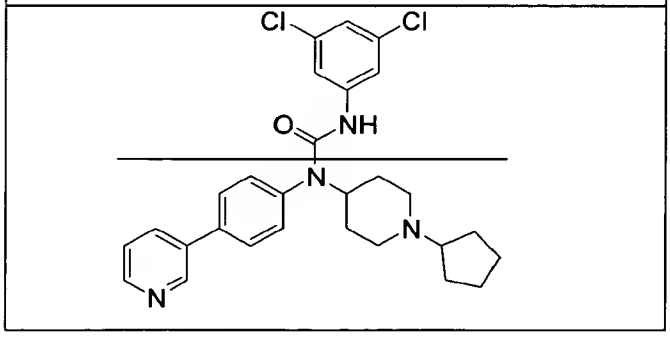
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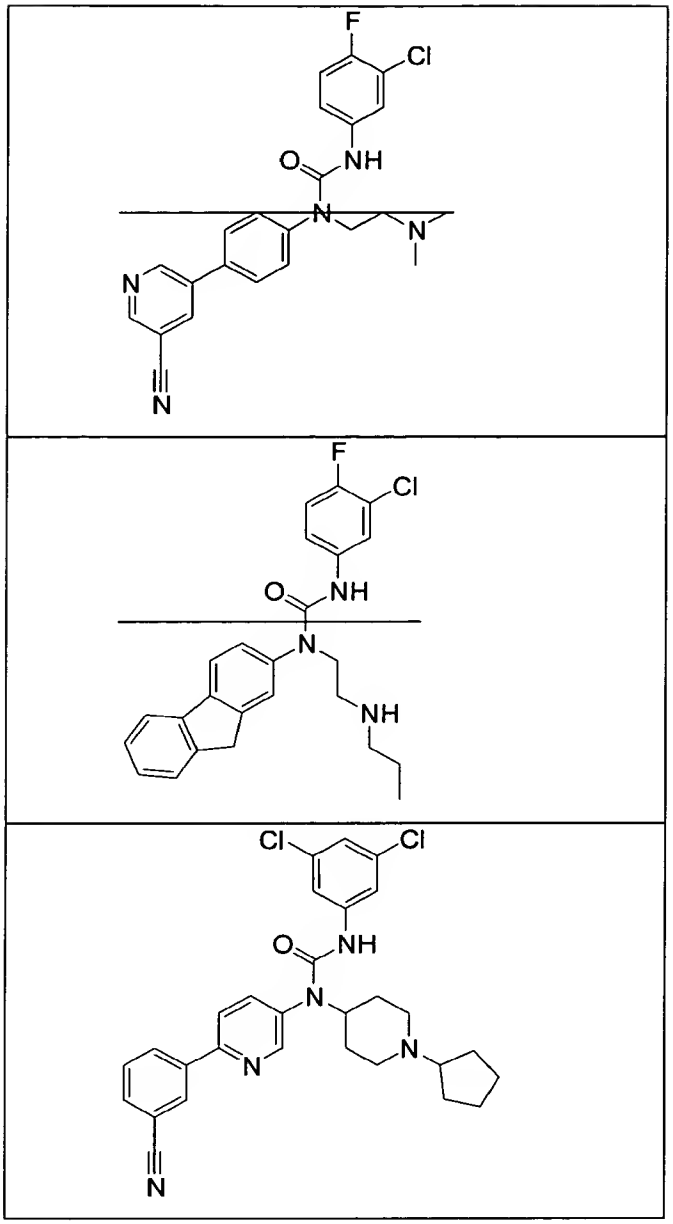
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